Plaintiffs' Exhibit 59

Message
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From:	Scott Spencer [scottspencer@google.com]
Sent:	2/7/2011 5:16:30 PM
To:	Nemo Semret [nemozen@google.com]
CC:	Eyal Manor [emanor@google.com]; Jacob Baskin [jbaskin@google.com]; robby@google.com; Tammy Wu [tammywu@google.com]; Laurent Cordier [laurentc@google.com]; Craig DiNatali [cdinatali@google.com]
Subject:	Re: CBS Interactive Update re:AdX

+ Laurent, Craig.

That's a great idea. Right now I'm looking for a client that's willing to work with us to do this. Might be CNET / CBS Interactive with Madison, or might be another company.

From: Nemo Semret <nemozen@google.com>
Date: Mon, 7 Feb 2011 11:48:52 -0500
To: Scott Spencer <scottspencer@google.com>
Cc: Eyal Manor <emanor@google.com>, Jacob Baskin <jbaskin@google.com>, "robby@google.com" <robby@google.com>, Tammy Wu <tammywu@google.com>
Subject: Re: CBS Interactive Update re:AdX

How about setting a goal to make CBS/Madison platform backfilling... on par with XFP... it would be a good goal wrt neutrality etc.

On Tue, Jan 25, 2011 at 3:58 PM, Scott Spencer <scottspencer@google.com> wrote:
There are indeed open development items (hiding select parameters that clients can't use, documenting the API elements). Tammy and I went through the details in December.

In terms of customers, we have a few clients that are waiting the API and that would be happy to test. I've held them off given we weren't ready to move forward.

Tammy – should we run through the API again to see what still open?

-scott

From: Eyal Manor <emanor@google.com>
Date: Tue, 25 Jan 2011 12:59:20 -0500

To: Scott Spencer <scottspencer@google.com>
Cc: Nemo Semret <nemozen@google.com>, Jacob Baskin <jbaskin@google.com>, "robby@google.com" <robby@google.com>, Tammy Wu <tammywu@google.com>

Subject: Re: CBS Interactive Update re:AdX

Are there any open dev items ?
Is there a customer who is willing to test this, if so, what is the expected time frame to start integration testing ?

Eyal

On Thu, Jan 20, 2011 at 10:54 PM, Scott Spencer <scottspencer@google.com> wrote:
We don't support dynamic allocation with 3rd party ad servers. There is an API that has been in development (modified version of what we use for DFP) but it's not complete. Tammy has been working on the feature.

-scott

From: Nemo Semret <nemozen@google.com>
Date: Thu, 20 Jan 2011 14:48:26 -0500

To: Scott Spencer <scottspencer@google.com>

Cc: Jacob Baskin <jbaskin@google.com>, "robby@google.com" <robby@google.com>, Eyal Manor <emanor@google.com>
Subject: Re: CBS Interactive Update re:AdX

SOrry I feel I should already know the answer to this but ... they can't backfill with a 3rd party min like XFP? What's missing? Is it just Madison or the same issue for everybody else?

On Wed, Jan 19, 2011 at 9:45 PM, Scott Spencer <scottspencer@google.com> wrote:
The "confusing API" is in reference to our 3rd party dynamic allocation API which we is not fully available. That was a key feature for CBS given they use Madison (their own ad server).

From: Nemo Semret <nemozen@google.com>
Date: Wed, 19 Jan 2011 17:21:10 -0500
To: Scott Spencer <scottspencer@google.com>
Cc: Jacob Baskin <jbaskin@google.com>, "robby@google.com" <robby@google.com>, Eyal Manor <emanor@google.com>
Subject: Re: FW: CBS Interactive Update re:AdX

Reading through this and mapping it to our implementation of per-buyer floor prices... I can't find anything that we could change to satisfy what they want in this case. It seems like the key is "Ability to book direct campaigns they wish to compete on CPM basis".. I.e that spot and reservation should really be unified in the publisher's eyes, as a single platform for trafficking, reporting, etc. Neither private ad slots nor managed buys alone do that. Basically a full merger of XFP and Adx is what would satisfy the,

We can do one part of that,.... from a pricing standpoint too, it would be great if we jointly optimize i.e. given what we know from the spot market, here are recommended prices for fixed-price reservation deals. I would love for us to pursue that as a layer on top of managed buys, e.g. along these lines.

Is their publisher platform Madison not able to backfill to Adx? Is that what they refer to as "confusing API"?

On Wed, Jan 19, 2011 at 3:41 PM, Scott Spencer <scottspencer@google.com> wrote:
Nemo, Jacob,

Some interesting feedback on the private ad units (in our nomenclature, fixed price ad units) from CBS Interactive who decided to go with another vendor, AdMeld.

Feel free to pass this along to others as it's a good insight into what's happening in the field.

-scott

From: Craig DiNatali <cdinatali@google.com>
Date: Wed, 19 Jan 2011 07:59:17 -0500

To: Neal Mohan <nmohan@google.com>, Scott Spencer <scottspencer@google.com>, Lexi Reese <lexir@google.com>, Shane Peros <SPEROS@google.com>, Barry Salzman <bsalzman@google.com>
Cc: <bgafni@google.com>, Reena Vokoun <rvokoun@google.com>, Arun Singh <arunsingh@google.com>, Aaron Dalin <adalin@google.com>, Don Norton <dnorton@google.com>, Robby Stein <robby@google.com>, Eyal Manor <emanor@google.com>, Jonathan Bellack <jbellack@google.com>
Subject: CBS Interactive Update re:AdX

[Consolidated CR]

All:

I want to update everyone on a conversation I had this afternoon with Zack Rogers Friday afternoon (SVP Revenue Operations). As many of you are aware, we were RFP'd over 6 months ago for a private exchange that they were creating across the CBS properties. To date, we had been told no decision has been made and they would continue to keep us up to date on their progress towards a decision. On my call Friday, Zack brought up our recent AdSense renewal and what actions/steps needed to be taken to get momentum around the AdX language built into the contract. In doing this, Zack disclosed they selected AdMeld as the provider of technology for their private exchange. I shared with Zack our disappointment as not being kept up to date on the progress of this decision and given the CBS/Google partnership had hoped we would be able to keep the dialogue open and transparent.

I will also reference that this is not to take away from the great work Ben and Arun did on the renewal for CBS for AdSense with an AdX commitment by CBS. This was a parallel discussion that had been on-going for 6 plus months with CBS.

In asking specifics about the AdMeld deal:

- Non exclusive
- Out at any time
- Small % of inventory commitment
- Focused on agency trading desk engagement for RTB buying (all holding co's are aware)
- No PR associated with deal
- Will not include inventory currently still on DFP which I am told is inventory they would not offer to any indirect channel
- Will not impact our currently relationship with CBS Local TV properties

When asked why AdMeld in addition to AdX (but primary private channel):

- Analytics - All data points relevant to run their business and gain insights
  - Geo data
  - Third party data provider by segment/provider/cpm
  - Date range trends (mapped M/M, Q/Q, Y/Y)
  - Direct mapping to CBS internal ad system (Madison)
- Transparency - All buyer and advertiser level information for purposes of attribution modeling of full advertiser spend on CBS properties, allowing direct sales team to augment other direct sales efforts with these channels. In addition, CBS wants to offer specific inventory sets to partners without it showing to partners who cannot buy it. This was big concern for them.
- Controls - Easy to use advertiser level controls (ie: block this advetiser on this unit but not this one per unit and section)
- Ability to book direct campaigns they wish to compete on CPM basis (sound like an ad server?)
- Data partnerships - Allowing AdMeld to provide data segment to buyer, and sharing what data segment was used how often and the price/revenue/section purchased of that data segment.

Some other thoughts from Zack:

- Ad Meld has figured out what premium publishers want to see in this environment and they are executing a strategy to engage premium pubs and the holding company/dsp's.
- Rubicon and Pubmatic do not have this functionality and are far behind in their development for the private exchange solution
- Ad Meld is a full in-direct inventory management system, this is why it was appealing. AdX had components of it but not the full suite and seems entirely too tied to DFP for CBSi whos primary inventory source is on Madison. (mentioned our API solution as confusing and seemed like a lot of work for unclear returns). In addition, the reporting is not up to the market demand for sophisticated partners.

With that said, Zack committed to doing some testing with AdX in Q1 and assured me that we will have some opportunities to expand our partnership with CBS on display.

What this means for Google:

- We need to remain aggressive in our mission to make 2011 the year of the publisher.
- Re-Evaluate our strategy and go to market for private ad slots (Chip/Craig/Robby/Scott to own)
- Get ahead of these conversations in new organization to ensure consistent market perception
- Utilize our strength (open exchange/adsense/dfp relationships) and continue to build out our private functionality for publishers
- Craig/Don to discuss appropriate next steps given new organizational structure

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Craig DiNatali
Manager, Publisher Development
Ad Exchange by Google, Inc.
p: 212-381-5485
f: 646-786-4722
c: 732-890-4485

AdX is hiring great sales people to work with premium buyers and publishers!

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